



**RESOLUTION #102422I-AISES**  
**AISES Board of Directors Resolution**  
**for AISES Member Approval via Electronic Vote**  
**beginning October 8 and ending October 24, 2022**

- WHEREAS, The AISES Bylaws have been in review for several years by the Governance Committee to correct and update sections that reflect the current operations and governance processes of AISES;
- WHEREAS, As a result of this review, the Governance Committee has discovered sections of the Bylaws about electing new members of the AISES Board of Directors, and the National Student Representatives need to be updated;
- WHEREAS, The Governance Committee is proposing modifications to the AISES Bylaws which would clarify Article III addressing the Board of Directors by better defining the number of Board seats allowed, membership requirements, Board terms, nomination, election, and notification processes for both voting and non-voting (National Student Representatives) members of the AISES Board of Directors;
- WHEREAS, The AISES Board of Directors met on June 10, 2022, and upon recommendation from the AISES Governance Committee, voted to update the AISES Bylaws, and agreed to put forth this Resolution to the AISES Membership at its meeting of October 8, 2022. Electronic voting will be open after the meeting on October 8 and end on October 24, 2022;

THEREFORE, BE IT RESOLVED THAT the following changes will be made the AISES Bylaws, Article III, Section 1: (**Red indicate additions or replacement**, Underlined words will be removed):

Article III, Section 1 currently reads:

**ARTICLE III - BOARD OF DIRECTORS**

**Section 1 – Election to Board of Directors**

- A. The members of the Board of Directors shall be elected by the General and Associate Membership of AISES via secret letter ballot or by electronic ballot at the AISES website.
- B. The Nomination Committee shall call for nominations no later than May 1, with a two-week grace period allowed if required. The Nominating Committee Chair shall prepare and forward to each General and Associate Member of AISES, no later than August 1, a ballot containing the nominations made by the Nominating Committee. Ballots must be postmarked or electronically submitted by September 1, or as otherwise directed by the Nominating Committee. Elected nominee notifications will be completed on or before October 1. Terms will begin December (Winter Board Meeting).
- C. Prior to each election, the Board of Directors will set the number of elective Board members necessary to effectively fulfill Board duties for the next year. For each open elective office position, at least one candidate shall be named by the Nominating Committee, and there must be one additional candidate nominated over the total number of vacancies.
- D. All nominated and/or write-in candidates shall have agreed, in advance, to serve if elected. Each voting member is allowed to cast one vote for each open elected Board position. A member may only cast one vote for each nominated Board member, i.e., a member may not cast multiple votes for a nominated Board

- member. The Board nominees receiving the most votes will be elected to the open Board of Directors positions.
- E. Secret letter ballots shall be mailed to the office of the CEO of AISES for the determination of the eligibility of the Voter and counting of the ballots by the appointed election inspectors. Three inspectors of the election shall be appointed from the General and/or Associate Membership by the Nominating Committee Chair. If three General and/or Associate Members are not available to serve as inspectors, then other persons may be appointed by the Nominating Committee Chair to bring the total number of inspectors to three. The inspectors cannot be current members of the Board of Directors nor can they be nominees for the offices up for election. The inspectors shall report the results of the election to the Nominating Committee Chair within ten working days, who shall then declare the candidates receiving the largest number of votes for the offices. Should a tie occur - the General and Associate Membership of AISES shall resolve the tie by secret ballot vote at the next General meeting of AISES.
  - F. The elected candidates shall be installed, and their terms of office shall commence at the next winter Board of Directors meeting.
  - G. Members' terms are three years. Members shall not be eligible for election to the Board for more than two consecutive terms (i.e., 6 years). The duration of an elected Board Member's term to the Board shall be determined such that no more than one third (1/3) of all Board Members terms terminate at any one time.
  - H. The number of Board of Director Members shall be no less than seven (7) and no more than twelve (12). The Board of Director Membership shall be comprised of no less than five (5) General Members.
  - I. Two Board of Director members may be from the Associate membership of AISES.
  - J. Any member (Associate or General) in good standing may nominate fellow members in good standing to the Board of Directors.
  - K. Self-nomination to the Board of Directors is acceptable.
  - L. Each nomination to the Board of Directors shall be accompanied by two endorsements by members in good standing.
  - M. Each nominee on the ballot shall be identified as Associate or General Member.
  - N. The information in AISES Membership Database, at the time of nomination, will be used to define membership status.
  - O. The membership status (Associate or General) of a nominee will not be reviewed or revised after February 1 of the nominee's election year.
  - P. Four students shall be selected by the AISES Student Chapters to be seated as Advisory, nonvoting members on the AISES Board of Directors. Two students shall be from the United States and two students shall be from Canada. The students shall have staggered two-year terms. The students must be in school through the spring semester of their final two-year term. Financing of this placement will be administered by the CEO of AISES.

The following language will be added or modified:

## ARTICLE III - BOARD OF DIRECTORS

### Section 1 – Number and Membership Make-up of Board of Directors

- A. The number of **voting** Board of Directors shall be no less than seven (7) and no more than twelve (12). **Two** Board of Directors may be from the Associate membership of AISES, the remainder of the seats will be filled with General Members of AISES.

### Section 2 – Election of the Board of Directors

- A. The members of the Board of Directors shall be elected by the General and Associate Membership of AISES via electronic ballot, or via **confidential paper** ballot **delivered to AISES Headquarters**.
- B. Prior to each election, the Board of Directors will set the number of elective Board **seats** necessary to effectively fulfill Board duties for the next year. There must be one additional candidate nominated over the total number of vacancies. **In the case there is not at least one more candidate than vacancies, AISES will not be able to fill all Board seat vacancies and will fill one less seat with an eligible candidate (see voting section below).**

## Section 2 – Nomination and Voting Process

- A. **The Governance Committee shall call for nominations no earlier than May 1. The call for nominations will be sent out to all AISES members via e-mail and posted on the AISES website. Any Associate or General member in good standing may nominate members in good standing to the Board of Directors. Self-nomination to the Board of Directors is acceptable. Each nomination to the Board of Directors shall be accompanied by two endorsements by other AISES members in good standing. The information in the AISES Membership Database, at the time of nomination, will be used to define membership status.**
- B. **Nominations to fill AISES Board of Directors open seat(s) will be submitted through an online form available on the AISES website. **Nomination packets submitted via other methods, such as mail, or email will not be accepted.** No later than August 1, the Governance Committee Chair will verify the completed nomination packets and communicate with the AISES Staff to prepare ballots for a vote of the AISES Membership.**
- C. **For AISES members who we do not have an e-mail address, AISES Staff will send out a notification of the election via mail. If a member is unable to vote electronically, they can request a ballot by contacting AISES for a ballot which can be returned by U.S. Mail or Canadian Post (contact information will be in the notification). All ballots must be postmarked, or electronically submitted by September 1, or as otherwise directed by the Governance Committee. The nomination packets and ballots will be available to members on the AISES website.**
- D. **The Board nominees receiving the most votes will be elected to the open Board of Directors positions. Once the election is certified by the Governance Committee Chair, the elected nominees will be contacted by the CEO on or before October 1 to share the outcome of the election. All nominated and/or write-in candidates shall have agreed, in advance, to serve if elected. The election winners will remain confidential to the AISES Board and Staff until notification and acceptance occurs.**

## Section 3 – Election Voting and Notification Process

- A. **To be eligible to vote in AISES elections, individuals must be a member in good standing as confirmed by AISES Staff utilizing the AISES Membership Database. Each voting member is allowed to cast one vote for each open elected Board position. A member may only cast one vote for each nominated Board member, i.e., a member may not cast multiple votes for a nominated Board member.**
- B. **At the completion of the voting period, the AISES Chief Technology Officer (CTO) will retrieve the vote tabulations from the confidential AISES website platform. The CTO shares the vote tabulation with the CEO, and they send a message to the Governance Committee within ten working days. The communication will identify the candidates who received the largest number of votes for the open Board seats. Should a tie occur, the General and Associate Membership of AISES shall resolve the tie by **confidential** ballot vote at the next General Meeting of the AISES membership. **Should an elected****

nominee not be able to accept the nomination, the recipient who received the next highest number of votes will be offered the position.

#### Section 4 – Board of Directors Terms

- A. Board members' terms are three years. Members shall not be eligible for election to the Board for more than two consecutive terms (i.e., 6 years). AISES will endeavor to stagger Board Terms to avoid loss of institutional knowledge and allow smooth board functioning. The elected candidates shall be installed at the Winter Board of Directors meeting and their terms of office shall commence in December.

#### Section 5 – National Student Representatives and the AISES Board of Directors

- A. Four students shall be selected by the AISES Student Members to be seated as Advisory, nonvoting members on the AISES Board of Directors and will be known as the National Student Representatives.
- B. Eligible candidates must be an AISES Student Member in good standing and in school (either undergraduate or Graduate) through the spring semester of their final two-year term.
- C. The Senior Director of Engagement and Advocacy is authorized to determine other qualifications and the election process for the National Student Representatives.
- D. The National Student Representatives shall have staggered two-year terms.
- E. If a vacancy occurs, the Senior Director of Engagement and Advocacy is authorized to select a replacement to fill the vacancy until the next meeting of the AISES Student Members.

#### CERTIFICATION

I, the undersigned as Chair of the Board of AISES, do hereby certify that the forgoing Resolution #1024221-AISES was passed on by way of electronic vote of the Membership on 24<sup>th</sup> Day of October 2022.

---

Michael Laverdure  
Chair of the Board  
AISES